

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In Re:	§	Chapter 11
	§	
W.R. GRACE & CO., et al.,	§	Jointly Administered
	§	Case No. 01-01139 (JKF)
Debtors.	§	
	§	

**FEE AUDITOR'S FINAL REPORT REGARDING
FEE APPLICATION OF KRAMER LEVIN NAFTALIS & FRANKEL LLP
FOR THE TWENTY-EIGHTH INTERIM PERIOD**

This is the final report of Warren H. Smith & Associates, P.C., acting in its capacity as fee auditor in the above-captioned bankruptcy proceedings, regarding the Twenty-Eighth Interim Fee Application of Kramer Levin Naftalis & Frankel LLP (the "Application").

BACKGROUND

1. Kramer Levin Naftalis & Frankel LLP ("Kramer") was retained as co-counsel to the official committee of equity holders. In the Application, Kramer seeks approval of fees totaling \$247,502.75 and expenses totaling \$9,033.91 for its services from January 1, 2008 through March 31, 2008 (the "Application Period").

2. In conducting this audit and reaching the conclusions and recommendations contained herein, we reviewed in detail the Application in its entirety, including each of the time and expense entries included in the exhibits to the Application, for compliance with 11 U.S.C. § 330, Local Rule 2016-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware, Amended Effective February 1, 2008, and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330,

Issued January 30, 1996 (the "Guidelines"), as well as for consistency with precedent established in the United States Bankruptcy Court for the District of Delaware, the United States District Court for the District of Delaware, and the Third Circuit Court of Appeals. We served an initial report on Kramer, and received a response from Kramer, portions of which response are quoted herein.

DISCUSSION

3. In our initial report, we noted the following time entries in which there was a discrepancy between the total time billed and the time recorded in parentheses:

02/15/08	FARBER, PEGGY	Attended deposition (4.5), wrote summary for internal team (1.1).	5.70	2,821.50
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The total time recorded in parentheses is 5.60 hours, for total fees of \$2,772. Thus, it appears that there is an overcharge of \$49.50.

02/22/08	FARBER, PEGGY	Reviewed briefs to prepare for upcoming hearing (1.6); discussed same with partner (.2).	2.10	1,039.50
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The total time recorded in parentheses is 1.80 hours, for total fees of \$891.00. Thus, it appears that there is an overcharge of \$148.50.

Thus, we asked Kramer to review its records and advise whether or not it agreed that fee adjustments were warranted in these instances. Kramer responded as follows:

The Fee Auditor has stated that there are time detail discrepancies between the total time billed and the time recorded in parentheses. Therefore, the Applicant agrees to reduce the amount requested in the Application by \$198.00.

We appreciate Kramer's response and recommend a reduction of \$198.00 in fees.

4. In our initial report, we noted the following expenses for "document prep":

DOCUMENT PREP.	SHARIFF, N S	01/09/08	37.50
DOCUMENT PREP.	GRIFFIN, D G	01/09/08	50.00

Pursuant to Paragraph II.E.7. of the U. S. Trustee Guidelines: “Overhead includes word processing, proofreading, secretarial and other clerical services...” Thus, we asked Kramer to explain the nature of these charges and why they should not be considered noncompensable overhead. Kramer responded as follows:

The Fee Auditor has identified that the Applicant charged a total of \$87.50 for “Document Prep.” on January 9th, 2008. The Applicant has been informed that pursuant to Paragraph II.E.7. of the U.S. Trustee Guidelines: “Overhead includes word processing, proofreading, secretarial and other clerical services...” The work performed and billed for “Document Prep.” would fall within the definition of “Overhead,” as interpreted by the U.S. Trustee. Therefore, the Applicant agrees to reduce the amount requested in the Application by \$87.50.

We appreciate Kramer’s response and recommend a reduction of \$87.50 in expenses.

5. In our initial report, we noted the following meal charges for which more information was needed:

272.25	Gregory A. Horowitz Establishment: Original Fish Market; Guests: Peggy Farber, Arlene Krieger, Ken Pasquale; Affiliation: KLNf, Stroock; Business Discussed: WR Grace
276.16	Gregory A. Horowitz Establishment: Nine on Nine; Guests: Peggy Farber, Arlene Krieger, Ken Pasquale; Affiliation: KLNf, Stroock; Business Discussed: WR Grace

In response to our inquiry, Kramer provided the following information concerning these charges:

The Fee Auditor has identified two meal charges for which more information is needed. These meals followed the evidentiary asbestos personal injury estimation hearings held on January 14, 2008 and January 16, 2008. Below is detailed information pertaining to the meal charges that were identified by the Fee Auditor:

Date	Charge	Meal	Location	Establishment	Purpose	Guests
1/14/08	\$272.25	Dinner	Pittsburgh, PA	Original Fish Market	Asbestos Personal Injury Litigation (discussions)	Greg Horowitz (Kramer) Peggy Farber (Kramer) Arlene Krieger (Stroock) Ken Pasquale (Stroock)
1/15/08	\$276.16	Dinner	Pittsburgh, PA	Nine on Nine	Asbestos Personal Injury Litigation (discussions)	Greg Horowitz (Kramer) Peggy Farber (Kramer) Arlene Krieger (Stroock) Ken Pasquale (Stroock)

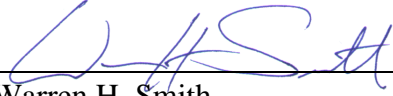
It appears to us that one can dine satisfactorily for \$55.00 for dinner in most locales. Based upon this guideline, we recommend that the \$272.25 charge be reduced by \$52.25 and the \$276.16 charge be reduced by \$56.16, for a total reduction of \$108.41 in expenses.

CONCLUSION

6. Thus, we recommend approval of \$247,304.75 in fees (\$247,502.75 minus \$198.00) and \$8,838.00 in expenses (\$9,033.91 minus \$195.91) for Kramer's services for the Application Period.

Respectfully submitted,

WARREN H. SMITH & ASSOCIATES, P.C.

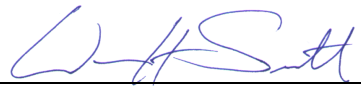
By: 
Warren H. Smith
Texas State Bar No. 18757050

Republic Center
325 North St. Paul Street, Suite 1250
Dallas, Texas 75201
214-698-3868
214-722-0081 (fax)
whsmith@whsmithlaw.com

FEE AUDITOR

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document has been served by First Class United States mail to the attached service list on this 21st day of August, 2008.


Warren H. Smith

SERVICE LIST

Notice Parties

The Applicant

Philip Bentley, Esquire
Douglas Mannal, Esquire
Keith R. Martorana
Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036

The Debtors

David B. Siegel, Esq.
Sr. V.P. and Gen. Counsel
W.R. Grace & Co.
7500 Grace Drive
Columbia, MD 21044

Counsel for the Debtors

James H.M. Sprayregen, Esq.
Kirkland & Ellis
200 East Randolph Drive
Chicago, IL 60601

Laura Davis Jones, Esq.
James R. O'Neill
Pachulski, Stang, Ziehl & Jones LLP
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, DE 19899-8705

Counsel for the Official Committee of Unsecured Creditors

Lewis Kruger, Esq
Stroock & Stroock & Lavan
180 Maiden Lane
New York, NY 10038-4982

Michael R. Lastowski, Esq.
Duane Morris & Heckscher
1100 N. Market Street, Suite 1200
Wilmington, De 19801-1246

Counsel to the Official Committee of Property Damage Claimants

Scott L. Baena, Esq
Bilzin, Sumberg, Dunn, Baena, Price & Axelrod
First Union Financial Center
200 South Biscayne Boulevard, Suite 2500
Miami, FL 33131

Michael B. Joseph, Esq.
Ferry & Joseph, P.A.
824 Market Street, Suite 904
P.O. Box 1351
Wilmington, DE 19899

Counsel to the Official Committee of Personal Injury Claimants

Elihu Inselbuch, Esq.
Caplin & Drysdale
375 Park Avenue, 35th Floor
New York, NY 10152-3500

Marla R. Eskin
Campbell & Levine, LLC
Suite 300
800 N. King Street
Wilmington, DE 19801

Official Committee of Equity Holders

Gary M. Becker
Kramer Levin Naftalis & Frankel
1177 Avenue of the Americas
New York, NY 10036

United States Trustee

David Klauder
Office of the United States Trustee
844 King Street, Suite 2311
Wilmington, DE 19801